



**BRIJLAXMI LEASING AND FINANCE
LIMITED**

**NOTICE
FOR
EXTRA ORDINARY GENERAL
MEETING (EOGM)**



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting ("EGM") of the Members of Brijlaxmi Leasing and Finance Limited ("the company") will be held on Friday, 02nd day of January, 2026 at 12.00 P.M at 24, Suwarnpuri Society, Chikuwadi, Near Jetalpur Road, Alkapuri, Vadodara 390007 through Video Conference / Other Audio Visual Medium (VC/OAVM) to transact the following business as special business:

SPECIAL BUSINESS:

ITEM NO. 1:

To approve loan agreement entered between the Company and Jaykishor Chaitanyakishor Chaturvedi, Siddharth Jaykishor Chaturvedi, Ankur Jaykishor Chaturvedi (Promoters) and Brijlaxmi Infotech Limited (Promoter Group).

*To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:*

"RESOLVED THAT the Loan Agreement dated 31st July, 2010 entered between the Company and Jaykishor Chaitanyakishor Chaturvedi, Siddharth Jaykishor Chaturvedi, Ankur Jaykishor Chaturvedi and Brijlaxmi Infotech Limited as approved by the Board of Directors of the Company at their meeting held on 28th July, 2010 for settlement of dues of lenders by conversion of Unsecured Loan into Equity, a copy of which agreement duly initialed by the Chairman is available for inspection, be and is hereby approved.

RESOLVED FURTHER THAT subject to applicable provisions of the Act and other applicable laws, the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard."

ITEM NO. 2:

To consider and approve issue of equity shares on preferential basis to promoter i.e. Jaykishor Chaitanyakishor Chaturvedi, Siddharth Jaykishor Chaturvedi and Ankur Jaykishor Chaturvedi and to Promoter Group i.e. Brijlaxmi Infotech Limited pursuant to conversion of unsecured loan:

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI (ICDR) Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("**SEBI Takeover Regulations**") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India ("**SEBI**"), the Reserve



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

Bank of India (“**RBI**”) and the BSE Limited (“**BSE**”) stock exchange where the shares of the Company are listed (“**Stock Exchanges**”), or any other authority/body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory/regulatory and/or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/ sanctions/permissions and/or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), approval of the shareholders of the Company be and is hereby accorded, for conversion of Unsecured Loan into Equity shares to create, offer, allot and issue up to a maximum of 1,60,36,072 fully paid up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten only) each (“**Equity Shares**”), to the below mentioned Investor(s) (“**Proposed Allottees**”) at an issue price of Rs. 10.05/- (Rupees Ten point zero Five only) per equity share (including a premium of Rs. 0.05/- (Rupees zero point Five only) per equity share aggregating up to Rs. 16,11,62,523.26/- (Rupees Sixteen Crore Eleven Lakh Sixty Two Thousand Five Hundred Twenty Three Point Two Six Only), being the price determined in accordance with Chapter V of SEBI (ICDR) Regulations and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations or other applicable laws and on such terms and conditions as are stipulated in the explanatory statement hereto and as may be determined by the Board in its absolute discretion in accordance with SEBI (ICDR) Regulations and other applicable law;

Details of the Proposed Allottees

Sr. No.	Name of the Proposed Allottees	Category	No of shares	Amount (Rs)
1	Jaykishor Chaitanyakishor Chaturvedi	Promoter	78,00,605	7,83,96,083
2	Siddharth Jaykishor Chaturvedi	Promoter	11,80,016	1,18,59,161
3	Ankur Jaykishor Chaturvedi	Promoter	12,88,844	1,29,52,884
4	*Brijlaxmi Infotech Limited	Promoter Group	57,66,607	5,79,54,405.26
	Total		1,60,36,072	16,11,62,533.26

**Deemed to be part of the promoter group as it does not hold any equity shares in the Company.*

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “**Relevant Date**” for the purpose of determining the floor price for the preferential issue of Equity Shares be and is hereby fixed as December 03, 2025 being the date 30 days prior to the date of **Extra-Ordinary General Meeting i.e. January 02, 2026**.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

- a. The Equity Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- b. The allotment of Equity Shares pursuant to this resolution shall be completed within a period of 15 days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s);
- c. The pre-preferential shareholding of the proposed allottees under this resolution shall not be sold, transferred, pledged or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations, except to the extent and in the manner permitted thereunder;
- d. Allotment of Shares shall only be made in dematerialized form; and
- e. Equity Shares shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT the Board is authorized to take necessary steps for listing the equity shares, issued and allotted to the Proposed Allottees on BSE Limited, where the securities of the Company are listed, as per SEBI (LODR) Regulations, 2015 and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board is authorized to accept any modification(s) in the terms of issue of equity shares, subject to the provisions of the Act and the SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board is authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange.

RESOLVED FURTHER THAT pursuant to the provisions of SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board is authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India () / Securities and Exchange Board of India (SEBI), Stock Exchanges and/ or such other appropriate authority may impose at the time of their approval.

RESOLVED FURTHER THAT the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issue of equity shares on preferential basis is being made in accordance with the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

(including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI (ICDR) Regulations and the SEBI (LODR) Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above, and all incidental and ancillary things done are hereby specifically approved and ratified.

RESOLVED FURTHER THAT Mr. Siddharth Jaykishor Chaturvedi, Chief Financial Officer and Managing Director and Promoter (DIN: 01968300), and /or Anchal Patwari, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to carry out all the necessary formalities and deeds including but not limited to intimation to Stock Exchanges, Filing with Ministry of Corporate Affairs as may be required for the aforesaid resolution(s) and to do all acts, deeds and things as may be necessary to give effect to the aforesaid resolution(s)."

ITEM NO. 3:

To consider and approve issue of equity shares on preferential basis for cash consideration to non-Promoter public category:

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI (ICDR) Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("**SEBI Takeover Regulations**") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**") and the BSE Limited ("**BSE**") stock exchanges where the shares of the Company are listed ("**Stock**



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

Exchanges”), or any other authority/body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory/regulatory and/or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/ sanctions/permissions and/or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), approval of the shareholders of the Company be and is hereby accorded to create, offer, allot and issue up to a maximum of 25,00,000 fully paid up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten only) each (“Equity Shares”), to the below mentioned Investor(s) (“Proposed Allottees”) for cash at an issue price of Rs. 10.05/- (Rupees Ten point zero Five only) per equity share (including a premium of Rs. 0.05/- (Rupees zero point Five only), per equity share aggregating up to Rs. 2,51,25,000/- (Rupees Two Crore Fifty One Lakh Twenty Five Thousand Only), being the price determined in accordance with Chapter V of SEBI (ICDR) Regulations and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations or other applicable laws and on such terms and conditions as are stipulated in the explanatory statement hereto and as may be determined by the Board in its absolute discretion in accordance with SEBI (ICDR) Regulations and other applicable law;

Details of the Proposed Allottees

	Name of the Proposed Allottees	Category	No of shares	Amount (Rs)
1.	Virendra Patel	Non-promoter	5,00,000	50,25,000
2.	Nanda Dinesh Bangar	Non-promoter	5,00,000	50,25,000
3.	Alpesh Kanugo	Non-promoter	2,50,000	25,12,500
4.	Meera Kanugo	Non-promoter	2,50,000	25,12,500
5.	Bhupesh Trivedi	Non-promoter	2,50,000	25,12,500
6.	Jayendra Shah	Non-promoter	2,50,000	25,12,500
7.	Vishal Mehta	Non-promoter	5,00,000	50,25,000
	Total		25,00,000	2,51,25,000

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of determining the floor price for the preferential issue of Equity Shares be and is hereby



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

fixed as December 03, 2025 being the date 30 days prior to the date of **Extra-Ordinary General Meeting i.e. January 02, 2026.**

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The Equity Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- b. The allotment of Equity Shares pursuant to this resolution shall be completed within a period of 15 days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s);
- c. The pre-preferential shareholding of the proposed allottees under this resolution shall not be sold, transferred, pledged or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations, except to the extent and in the manner permitted thereunder;
- d. Allotment of Shares shall only be made in dematerialized form; and
- e. Equity Shares shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT the Board is authorized to take necessary steps for listing the equity shares, issued and allotted to the Proposed Allottees on BSE Limited, where the securities of the Company are listed, as per SEBI (LODR) Regulations, 2015 and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board is authorized to accept any modification(s) in the terms of issue of equity shares, subject to the provisions of the Act and the SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board is authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange.

RESOLVED FURTHER THAT pursuant to the provisions of SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board is authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI), Stock Exchanges and/ or such other appropriate authority may impose at the time of their approval.



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

RESOLVED FURTHER THAT the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issue of equity shares on preferential basis is being made in accordance with the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI (ICDR) Regulations and the SEBI (LODR) Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above, and all incidental and ancillary things done are hereby specifically approved and ratified.

RESOLVED FURTHER THAT Mr. Siddharth Jaykishor Chaturvedi, Chief Financial Officer and Managing Director and Promoter (DIN: 01968300), and /or Anchal Patwari, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to carry out all the necessary formalities and deeds including but not limited to intimation to Stock Exchanges, Filing with Ministry of Corporate Affairs as may be required for the aforesaid resolution(s) and to do all acts, deeds and things as may be necessary to give effect to the aforesaid resolution(s)."

By Order of the Board of Directors
For Brijlaxmi Leasing and Finance Limited
SD/-
Siddharth Chaturvedi
Managing Director & CFO



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

Place: Vadodara

Date: 05.12.2025

Notes:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COIVD-19", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 in relation to "Clarification on holding Extra-Ordinary General Meeting (EGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the EGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the EGM of the Company is being held through VC/OAVM and consequently no attendance slip is enclosed with this notice. The registered office of the Company shall be deemed to be the venue for the EGM.
2. Pursuant to provisions of Section 102(1) of the Companies Act, 2013; the statement setting out material facts with respect to the special business to be transacted at the EGM is annexed hereto.
3. Since this EGM is being held pursuant to the aforesaid Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Notice of EGM is being sent to those members /beneficial owners whose name appear in the Register of members /list of beneficiaries received from the depositories as on 05.12.2025
5. VC / OAVM facility: The Members are requested to follow detailed instructions provided below in the section "Instructions for e-voting and procedure for attending the EGM through VC / OAVM facility". A Member attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under provisions of Section 103 of the Companies Act, 2013.
6. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company or to the Registrar and Share Transfer Agent.



BRIJLAXMI LEASING AND FINANCE LIMITED

**Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007**

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

7. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and various Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
9. The Notice calling the EGM has been uploaded on the website of the Company at www.brijlaxmi.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
10. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102(1) of the Companies Act, 2013 ("Act"), the following Explanatory Statement sets out the material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 1 & 2:

The Company has availed financial assistance aggregating to Rs 16,11,62,533.26/- (Rupees Sixteen crore eleven lakh sixty-two thousand five hundred thirty-three point two six only) on various dates, considering the financial position of the Company prevailing during the previous years from Promoter i.e. Jaykishor Chaitanyakishor Chaturvedi, Siddharth Jaykishor Chaturvedi and Ankur Jaykishor Chaturvedi and from Promoter Group i.e. Brijlaxmi Infotech Limited as an Unsecured Loan.

The Board of Directors at its meeting held on 28th July, 2010, had taken the said agreement on record and recommended the same for shareholders' approval.

Pursuant to terms and conditions of the loan agreement, and in order to reduce the overall debt burden of the Company and improve the financial health of the Company, the board has resolved to settle the unsecured loan of Rs. 16,11,62,533.26/- (Rupees Sixteen crore eleven lakh sixty-two thousand five hundred thirty-three point two six only) by way of conversion of the unsecured loan into equity shares of the Company, i.e., by way of issuance of fully paid up equity shares of the Company having a face value of Rs. 10/- (Rupees Ten only) each to Jaykishor Chaitanyakishor Chaturvedi, Siddharth Jaykishor Chaturvedi, Ankur Jaykishor Chaturvedi and Brijlaxmi Infotech Limited, for cash at an issue price of Rs. 10.05/- (Rupees Ten point zero Five only) per equity share (including a premium of Rs. 0.05/- (Rupees zero point Five only) per equity share aggregating up to Rs.16,11,62,533.26/- (Rupees Sixteen crore eleven lakh sixty-two thousand five hundred thirty-three point two six only), subject to the approval of the shareholders.

The details of unsecured loan proposed to be converted into Equity Shares of the Company are as under:

Name of the Promoter/Promoter group	Amount of Unsecured Loan (in Rs) as on December 03, 2025	Amount of Unsecured Loan converted into equity	Category before allotment of Equity	Category after allotment of Equity
Jaykishor Chaitanyakishor Chaturvedi	7,83,96,083	7,83,96,083.00	Promoter	Promoter
Siddharth Jaykishorchaturvedi	1,18,59,161	1,18,59,161.00	Promoter	Promoter
Ankur Jaykishor Chaturvedi	1,29,52,884	1,29,52,884.00	Promoter	Promoter
*Brijlaxmi Infotech Limited	5,79,54,405.26	5,79,54,405.26	Promoter Group	Promoter Group



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

Total	16,11,62,533.26	16,11,62,533.26		
-------	-----------------	-----------------	--	--

**Deemed to be part of the promoter group as it does not hold any equity shares in the Company.*

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on December 05, 2025.

The Board of Directors of the Company ("Board") at their meeting held on December 05, 2025 inter-alia approved issuance of up to 1,60,36,072 fully paid up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten only) each at a price of Rs. 10.05/- (Rupees Ten point zero Five only) per equity share (including a premium of Rs. 0.05/- (Rupees zero point Five only) towards conversion of outstanding loan amount to the extent of Rs. 16,11,62,533.26/- (Rupees Sixteen crore eleven lakh sixty-two thousand five hundred thirty-three point two six only) to the promoters of the Company viz. Jaykishor Chaitanyakishor Chaturvedi, Siddharth Jaykishor Chaturvedi, Ankur Jaykishor Chaturvedi and promoter group viz. Brijlaxmi Infotech Limited, by way of a preferential issue through Preferential Issue. The promoter and promoter group have extended loans to the Company from time to time and the Company proposes to convert outstanding loans of Rs. 16,11,62,533.26/- into Equity Shares. The Proposed Allottees that have agreed to subscribe to the proposed preferential issue, have confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations").

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, approval of the Members of the Company, by way of special resolution, is required to issue securities by way of private placement on a preferential basis.

Therefore, the consent of the members is being sought by way of a special resolution to issue Equity shares to the Proposed Allottees at item no.1 & 2 of the notice, in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws.

Necessary information / disclosures in respect of the proposed Preferential Issue in terms of Act and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable laws are as provided herein below:

a. Object of the Preferential Issue:

The Company has received Unsecured Loans from its Promoter and Promoter Group and Company proposes to issue Equity Shares on preferential basis in order to restructure / convert the said unsecured loans held in the names of proposed allottees viz. Jaykishor Chaitanyakishor Chaturvedi, Siddharth Jaykishor Chaturvedi, Ankur Jaykishor Chaturvedi and Brijlaxmi Infotech Limited to the extent of Rs. 16,11,62,533.26/- and to strengthen the Capital structure of the Company. The proposed allottees have requested the Company to either make payment of their loans outstanding or to convert their outstanding unsecured loan amount due to the Company into Equity Shares. In view of



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

the current financial position of the Company, the Board of Directors of the Company has decided to convert unsecured loans into Equity Shares which is in best interest of the Company and;

- i. To increase the net worth of the Company and enhance capital adequacy and reduce the debt of the Company, it is proposed to convert the outstanding unsecured loan of the existing promoter into fully paid-up Equity Shares of the Company.
- ii. To improve the net worth and enable leveraging on the debt-equity ratio, which will eventually increase the stakeholder's value.
- iii. To improve the financial health and assist in the future growth and strategic initiative of the company.

b. Maximum Number of Equity Shares to be offered:

The Company proposes to offer, issue and allot in aggregate up to 16,11,62,533.26/- fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 10.05/- (including a premium of Rs. 0.05 per Equity Share).

c. Intention of the Promoters/ Promoter Group, Directors, Key Managerial Personnel or Senior Management to subscribe to the preferential issue:

Except as follows, none of the other promoters, directors, key managerial personnel or senior management of the issuer intent to subscribe to the Offer:

Sr. No.	Name of the Proposed Allottees	Category	Type of security	No of security
1	Jaykishor Chaitanyakishor Chaturvedi	Promoter	Equity Shares	78,00,605
2	Siddharth Jaykishor Chaturvedi	Promoter	Equity Shares	11,80,016
3	Ankur Jaykishor Chaturvedi	Promoter	Equity Shares	12,88,844
4	*Brijlaxmi Infotech Limited	Promoter Group	Equity Shares	57,66,607
	Total			1,60,36,072

**Deemed to be part of the promoter group as it does not hold any equity shares in the Company.*

d. Monitoring of Utilization of Funds:



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

Since the issue size for the issue of Equity Shares does not exceed Rs. 100 crore, therefore, the Company is not required to appoint a Monitoring agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations, 2018.

e. Amount which the Company intends to raise by way of such securities/ size of the issue:

The Company intends to raise an amount, not exceeding Rs. 16,11,62,533.26/- (Rupees Sixteen crore eleven lakh sixty-two thousand five hundred thirty-three point two six only).

f. Basis or justification for the price (including premium, if any) on which the price has been arrived at:

The Equity Shares of the Company are listed and frequently traded on BSE Limited. The Equity Shares are frequently traded and BSE, being the Stock Exchange with higher trading volumes for the said period, has been considered in accordance with the SEBI (ICDR) Regulations.

As per the provisions of the SEBI (ICDR) Regulations, Equity Shares will be issued at price of Rs. 9.20/- per Equity Share which is more than the higher of the following:

- a. the average of the 90 trading days of the volume weighted average price of the Company's shares quoted on the Stock Exchange is Rs. 9.20/- (BSE, being the Stock Exchange with higher trading volumes for the said period) preceding the "Relevant Date"; or
- b. the average of the 10 trading days of the volume weighted average prices of the Company's shares quoted on the Stock Exchange is Rs. 8.77/- (BSE, being the Stock Exchange with higher trading volumes for the said period) preceding the "Relevant Date".

The higher minimum issue price arrived after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Shares. A certificate has been obtained from Mr. Anshu Chouhan, Practicing Company Secretary (Membership Number ACS: 45198, COP:16531) Certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI (ICDR) Regulation.

Further, the Company has also obtained the Valuation Report from an Independent Registered Valuer namely CA. Robin Betala, Practicing Chartered Accountant, partner of ROBIN BETALA AND ASSOCIATES, a Registered Valuer (Registration No. IBBI/RV/06/2022/14746) having his office located at 1st Floor, Betala Complex Usha Ganj, Jaora Compound, Indore Assets for the issue price as Rs. 10.04/- in accordance with Regulation 166A of SEBI (ICDR) Regulations, 2018. The said valuation report is also available on the Company's website at https://www.brijlaxmi.com/wp-content/uploads/2025/12/Valuation-Report-Brijlaxmi-Leasing_05.12.2025-3.pdf



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

Accordingly, the minimum issue price for preferential basis shall be at a price of Rs. 10.04/- each, which is higher than the prices as computed above. However, the Company has decided to issue the Equity Shares, at an Issue Price of Rs. 10.05/- each.

Company also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for determination of price in case of preferential issue.

g. Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, the Relevant Date has been reckoned as 3rd December 2025, for the purpose of computation of issue price.

h. Class or Classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the proposed allottees belonging to the Promoter and Promoter Group category.

i. Proposed time frame within which the preferential issue shall be completed:

The Company will issue and allot the equity shares within the time limit specified under the SEBI ICDR or any extended time limit permitted under the Regulations or any other applicable law. If the allotment to any proposed allottees is pending due to the requirement for approval or permission from any regulatory authority, the allotment will be completed within 15 days from the date of receipt of such approval, or within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s), or other concerned authorities. In any case, the allotment of the equity shares to the Proposed Allottees on a preferential basis, following the special resolution, will be completed within 15 (fifteen) days from the date of passing the special resolution or within 15 (fifteen) days from the date of receipt of such approval / permission including the approval of Stock Exchanges, whichever is later.

j. Shareholding Pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in an Annexure A forming part of this Notice.

k. Lock-in Period:

- (a) The Equity Shares allotted shall be locked-in for such period as may be specified under Chapter V of the SEBI (ICDR) Regulations.
- (b) The entire pre-preferential allotment shareholding of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI (ICDR) Regulations.



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

- l. **The name of the proposed allottees and the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue:**

Sr. No.	Name of the proposed Allottees	Shareholding Pre-issue		Shareholding post-issue		Ultimate Beneficial Owner
		No of shares held	% of share holding	No of shares held	% of share holding	
1.	Jaykishor Chaitanyakishor Chaturvedi	5,04,084	7.80	83,04,689	33.22	Jaykishor Chaitanyakishor Chaturvedi
2.	Siddharth Jaykishor Chaturvedi	1,26,405	1.96	13,06,421	5.23	Siddharth Jaykishor Chaturvedi
3.	Ankur Jaykishor Chaturvedi	1,43,361	2.22	14,32,205	5.73	Ankur Jaykishor Chaturvedi
4.	*Brijlaxmi Infotech Limited	Nil	Nil	57,66,607	23.07	Jaykishor Chaitanyakishor Chaturvedi, Siddharth Jaykishor Chaturvedi and Ankur Jaykishor Chaturvedi

**Deemed to be part of the promoter group as it does not hold any equity shares in the Company.*

- m. **Change in control, if any, in the Company that would occur consequent to the preferential issue:**

As a result of the proposed preferential issue of equity shares, there will be no change in the control or management of the Company.

- n. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotments during the year.

- o. **The Current and Proposed Status of the Allottee(s) post the preferential issues namely promoter or non-promoter.**



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

Sr. No.	Name of the Proposed Allottees	Current status	Post status
1	Jaykishor Chaitanyakishor Chaturvedi	Promoter	Promoter
2	Siddharth Jaykishor Chaturvedi	Promoter	Promoter
3	Ankur Jaykishor Chaturvedi	Promoter	Promoter
4	*Brijlaxmi Infotech Limited	Promoter Group	Promoter Group

**Deemed to be part of the promoter group as it does not hold any equity shares in the Company.*

p. Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:

This allotment is proposed to be made to Proposed allottees, as aforesaid in lieu of conversion of their existing unsecured loan.

q. Practicing Company Secretary's Certificate:

The Certificate from Mr. Anshu Chouhan, Practicing Company Secretary (Membership Number ACS: 45198, COP:16531), certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link https://www.brijlaxmi.com/wp-content/uploads/2025/12/Annexure-IV-V-Certification_Reg-281.pdf

r. Undertakings:

The Company hereby undertakes that:

- The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations.
- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI (ICDR) Regulations.
- As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

Equity Shares and lock-in extensions, required pursuant to Regulations 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable. However, the Company undertakes to re-compute the price of the equity shares issued on preferential basis in terms of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

- The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.
- No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but has failed to exercise them.
- All the equity shares held by the Proposed Allottees in the Company are in dematerialized form only.
- The proposed allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- The issuer is in compliance with the conditions for continuous listing as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the **Special Resolution**, as set out in the accompanying Notice for approval by the Members of the Company.

None of the Directors, except Mr. Jaykishor Chaturvedi, Mr. Siddharth Chaturvedi and Mr. Ankur Chaturvedi are interested or concerned in the resolution.

ITEM NO. 3

The Board of Directors of the Company ("Board") at their meeting held on 05th December 2025 subject to necessary approval(s), had approved the proposal for raising of funds by way of preferential issue of up to 25,00,000 equity shares at an issue price of Rs. 10.05/- (Rupees Ten point zero Five only) per equity share (including a premium of Rs. 0.05/- (Rupees zero point Five only), per equity share aggregating up to Rs. 2,51,25,000/- (Rupees Two crore fifty-one lakh twenty-five thousand only), for cash of the face value of Rs. 10/- (Rupees Ten only) each of the Company ("Equity Shares") to the below mentioned investor(s) ("Proposed Allottees") in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on 5th December, 2025.



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

The approval of the members of the Company is accordingly being sought by way of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

Sr. No.	Name of the Proposed Allottees	Category	No of shares	Invested Amount (Rs)
1.	Virendra Patel	Non-promoter	5,00,000	50,25,000
2.	Nanda Dinesh Bangar	Non-promoter	5,00,000	50,25,000
3.	Alpesh Kanugo	Non-promoter	2,50,000	25,12,500
4.	Meera Kanugo	Non-promoter	2,50,000	25,12,500
5.	Bhupesh Trivedi	Non-promoter	2,50,000	25,12,500
6.	Jayendra Shah	Non-promoter	2,50,000	25,12,500
7.	Vishal Mehta	Non-promoter	5,00,000	50,25,000
	Total		25,00,000	2,51,25,000

Necessary information / disclosures in respect of the proposed Preferential Issue in terms of Act and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable laws are as provided herein below:

a. Object of the Preferential Issue:

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

The funds are required by the Company for the following objects:

1. Working Capital Requirement
2. General Corporate Purpose

(Hereinafter collectively referred as “Objects”)

Utilization of Proceeds

The quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

Sr. No.	Particulars	Total estimated amount to be utilized (In Rs)	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1.	Working Capital Requirement	1,88,43,750	60 days of receipt of Funds
2.	General Corporate Purpose	62,81,250	60 days of receipt of Funds
	Total	2,51,25,000	

The Main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Our Company proposes to deploy the balance proceeds of the Preferential Issue, aggregating to Rs. 62,81,250/- towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the proceeds of the Preferential Issue, in compliance with applicable laws. Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap shall not exceed +/- 10% of the amount specified for that object of size of the Preferential Issue depending upon future circumstances since the same is dependent on a variety of factors such as financial, market and sectorial conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilisation of the net proceeds at the discretion of the Board, subject to compliance with applicable laws, in accordance with BSE Notice No. 20221213-47 dated Decembers 13, 2022.

Further, if the proceeds are not utilised (in full or in part) for the Objects during the period stated above up to 60 days from the date of receipt of fund, the remaining proceeds, if any shall be utilised in subsequent periods of 12 months in accordance with the objectives of the issue and applicable laws. Till the committed funds are utilized towards the stated objects above, they will be utilized as investment in Bank Deposits, debts instruments, government securities as per the Investment policy laid down by the Board of Directors of the Company and will be done in compliance with the applicable laws and regulations.

b. Maximum Number of Equity Shares to be offered:

The Company proposes to offer, issue and allot in aggregate up to 25,00,000 fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 10.05/- (including a premium of Rs. 0.05 per Equity Share).

c. Intention of the Promoters/ Promoter Group, Directors, Key Managerial Personnel or Senior Management to subscribe to the preferential issue:

None of the Promoters/Promoter Group, Directors, Key Managerial Personnel or Senior Management intends to subscribe to the Preferential Issue.

d. Monitoring of Utilization of Funds:



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

Since the issue size for the issue of Equity Shares does not exceed Rs. 100 crore, therefore, the Company is not required to appoint a Monitoring agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations, 2018.

e. Amount which the Company intends to raise by way of such securities/ size of the issue:

The Company intends to raise an amount, not exceeding Rs. 2,51,25,000/- (Rupees Two crore fifty-one lakh twenty-five thousand only).

f. Basis or justification for the price (including premium, if any) on which the price has been arrived at:

The Equity Shares of the Company are listed and frequently traded on BSE Limited. The Equity Shares are frequently traded and BSE, being the Stock Exchange with higher trading volumes for the said period, has been considered in accordance with the SEBI (ICDR) Regulations.

As per the provisions of the SEBI (ICDR) Regulations, Equity Shares will be issued at price of Rs. 9.20/- per Equity Share which is more than the higher of the following:

- a. the average of the 90 trading days of the volume weighted average price of the Company's shares quoted on the Stock Exchange is Rs. 9.20/- (BSE, being the Stock Exchange with higher trading volumes for the said period) preceding the "Relevant Date"; or
- b. the average of the 10 trading days of the volume weighted average prices of the Company's shares quoted on the Stock Exchange is Rs. 8.77/- (BSE, being the Stock Exchange with higher trading volumes for the said period) preceding the "Relevant Date".

The higher minimum issue price arrived after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Shares. A certificate has been obtained from Mr. Anshu Chouhan, Practicing Company Secretary (Membership Number ACS: 45198, COP:16531) Certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI (ICDR) Regulation.

Further, the Company has also obtained the Valuation Report from an Independent Registered Valuer namely CA. Robin Betala, Practicing Chartered Accountant, partner of ROBIN BETALA AND ASSOCIATES, a Registered Valuer (Registration No. IBBI/RV/06/2022/14746) having his office located at 1st Floor, Betala Complex Usha Ganj, Jaora Compound, Indore Assets for the issue price as Rs. 10.04 /- in accordance with Regulation 166A of SEBI (ICDR) Regulations, 2018. The said valuation report is also available on the Company's website https://www.brijlaxmi.com/wp-content/uploads/2025/12/Valuation-Report-Brijlaxmi-Leasing_05.12.2025-3.pdf

Accordingly, the minimum issue price for preferential basis shall be at a price of Rs. 10.04/- each, which is higher than the prices as computed above. However, the Company has decided to issue the Equity Shares, at an Issue Price of Rs. 10.05/- each.



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

Company also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for determination of price in case of preferential issue.

g. Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, the Relevant Date has been reckoned as 3rd December, 2025, for the purpose of computation of issue price.

h. Class or Classes of persons to whom the allotment is proposed to be made.

The allotment is proposed to be made to the proposed allottees belonging to the Non-Promoter category.

i. Proposed time frame within which the preferential issue shall be completed:

The Company will issue and allot the equity shares within the time limit specified under the SEBI ICDR or any extended time limit permitted under the Regulations or any other applicable law. If the allotment to any proposed allottees is pending due to the requirement for approval or permission from any regulatory authority, the allotment will be completed within 15 days from the date of receipt of such approval, or within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s), or other concerned authorities. In any case, the allotment of the equity shares to the Proposed Allottees on a preferential basis, following the special resolution, will be completed within 15 (fifteen) days from the date of passing the special resolution or within 15 (fifteen) days from the date of receipt of such approval / permission including the approval of Stock Exchanges, whichever is later.

j. Shareholding Pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in an Annexure A forming part of this Notice.

k. Lock-in Period:

- (a) The Equity Shares allotted shall be locked-in for such period as may be specified under Chapter V of the SEBI (ICDR) Regulations.
- (b) The entire pre-preferential allotment shareholding of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI (ICDR) Regulations.

l. The name of the proposed allottees and the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue:



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

Sr. No.	Name of the proposed Allottees	Shareholding Pre-issue		Shareholding post-issue		Ultimate Beneficial Owner
		No of shares held	% of share holding	No of shares held	% of share holding	
1.	Virendra Patel	1,19,534	1.85	6,19,534	2.48	Virendra Patel
2.	Nanda Dinesh Bangar	0	0.00	5,00,000	2.00	Nanda Dinesh Bangar
3.	Alpesh Kanugo	100	0.00	2,50,100	1.00	Alpesh Kanugo
4.	Meera Kanugo	100	0.00	2,50,100	1.00	Meera Kanugo
5.	Bhupesh Trivedi	0	0.00	2,50,000	1.00	Bhupesh Trivedi
6.	Jayendra Shah	0	0.00	2,50,000	1.00	Jayendra Shah
7.	Vishal Mehta	0	0.00	5,00,000	2.00	Vishal Mehta

m. Change in control, if any, in the Company that would occur consequent to the preferential issue:

As a result of the proposed preferential issue of equity shares, there will be no change in the control or management of the Company.

n. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotments during the year.

o. The Current and Proposed Status of the Allottee(s) post the preferential issues namely promoter or non-promoter.

Sr. No.	Name of the Proposed Allottees	Current status	Post status
1.	Virendra Patel	Non-promoter	Non-promoter
2.	Nanda Dinesh Bangar	Non-promoter	Non-promoter



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

3.	Alpesh Kanugo	Non-promoter	Non-promoter
4.	Meera Kanugo	Non-promoter	Non-promoter
5.	Bhupesh Trivedi	Non-promoter	Non-promoter
6.	Jayendra Shah	Non-promoter	Non-promoter
7.	Vishal Mehta	Non-promoter	Non-promoter

p. **Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:**

This allotment is proposed to be made to Proposed allottees in cash.

q. **Practicing Company Secretary's Certificate:**

The Certificate Mr. Anshu Chouhan, Practicing Company Secretary (Membership Number ACS: 45198, COP:16531), certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: https://www.brijlaxmi.com/wp-content/uploads/2025/12/Annexure-IV-V-Certification_Reg-281.pdf

r. **Undertakings:**

The Company hereby undertakes that:

- The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations.
- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI (ICDR) Regulations.
- As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of Equity Shares and lock-in extensions, required pursuant to Regulations 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable. However, the Company undertakes to re-compute the price of the equity shares issued on preferential basis in terms of the SEBI (ICDR) Regulations, 2018 where it is required to do so.



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

- The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.
- No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but has failed to exercise them.
- All the equity shares held by the Proposed Allottees in the Company are in dematerialized form only.
- The proposed allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- The issuer is in compliance with the conditions for continuous listing as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel or Senior Managerial Personnel and/ or their relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 2 of this Notice, except to the extent to their shareholding (if any) in the Company.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, approval of the Members by way of a **Special Resolution** is required to issue the Equity Shares through a Preferential Issue, on private placement basis.

The Board accordingly recommends the Special Resolution as set out in Item No. 3 of this Notice for approval of the Members.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

Annexure A

Sr. No	Category of Shareholders	Pre-Preferential Allotment shareholding (as on 05.12.2025)		Issue of Equity Shares	Post-Preferential Allotment shareholding	
		No. of Shares	% holding		No. of Shares	% holding
A.	PROMOTERS					
1.	INDIAN					
a.	Individual / HUF	-	-	-	-	-



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

b.	Central Government	-	-	-	-	-
c.	State Government(s)	-	-	-	-	-
d.	Bodies Corporate	-	-	-	-	-
e.	Banks / Financial Institutions	-	-	-	-	-
f.	Any Other	15,88,850	24.58	1,60,36,072	1,76,24,922	70.50
	Sub-Total (A)(1)	15,88,850	24.58	1,60,36,072	1,76,24,922	70.50
2.	FOREIGN	-	-	-	-	-
a.	Individuals	-	-	-	-	-
b.	Bodies Corporate	-	-	-	-	-
c.	Banks / Financial Institutions	-	-	-	-	-
d.	Any Other	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-
	TOTAL SHAREHOLDING OF PROMOTERS (A) = (A)(1) + (A)(2)	15,88,850	24.58	1,60,36,072	1,76,24,922	70.50
B.	PUBLIC SHAREHOLDING					
1.	Institutions	-	-	-	-	-
a.	Mutual Funds	-	-	-	-	-
b.	Banks / Financial Institutions	-	-	-	-	-
c.	Central Government	-	-	-	-	-
d.	State Government(s)	-	-	-	-	-
e.	Venture Capital Funds	-	-	-	-	-
f.	Insurance Companies	-	-	-	-	-
g.	FII's	-	-	-	-	-
h.	Foreign Venture Capital Funds	-	-	-	-	-
i.	Others	-	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-	-
2.	Non-Institutions	-	-	-	-	-
a.	Bodies Corporate (Indian)	4,36,621	6.76	-	4,36,621	1.75
b.	Individuals	42,42,964	65.65	25,00,000	67,42,964	26.97
c.	Others	1,33,707	2.07	-	1,33,707	0.53
i.	Non-Resident Indians	61,358	0.95	-	61,358	0.25
ii.	Clearing Members	-	-	-	-	-
iii.	Trusts	-	-	-	-	-
iv.	NBFC	-	-	-	-	-
v.	Investor Education and Protection Fund	-	-	-	-	-
	Sub-Total (B)(2)	48,74,650	75.42	25,00,000	73,74,650	29.50
	Total Public Shareholding (B) = (B)(1) + (B)(2)	48,74,650	75.42	25,00,000	73,74,650	29.50
C.	SHARES HELD BY CUSTODIAN FOR GDRs AND ADRs	-	-	-	-	-



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

	GRAND TOTAL (A+B+C)	64,63,500	100.0 0	-	2,49,99,572	100.00
--	---------------------	-----------	------------	---	-------------	--------

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the 05.12.2025.
2. Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date, on which the pre issue shareholding pattern was prepared.

By Order of the Board of Directors
For Brijlaxmi Leasing and Finance Limited

SD/-
Siddharth Chaturvedi
Managing Director & CFO

Place: Vadodara

Date: 05.12.2025

Instructions for e-voting and procedure for attending the EGM through VC / OAVM facility:

The remote e-voting period begins on Tuesday, 30th December, 2025 at 09:00 A.M. and ends on Thursday, 1st January, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, 26th December, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 26th December, 2025.

How to vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers..
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is _____ then user ID is _____001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to maildeveshpathak@rediffmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to barodagroup99@gmail.com, cs@brijlaxmi.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@brijlaxmi.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at barodagroup99@gmail.com, cs@brijlaxmi.com. The same will be replied by the company suitably.

Contact

Details

Company

Brijlaxmi Leasing and Finance Limited

24, Suwarnpuri Soceity, Chikuwadi,

Near Jetalpur Road, Alkapuri, Vadodara 390 007

E-mail: barodagroup99@gmail.com, cs@brijlaxmi.com

Website: www.brijlaxmi.com



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

CIN : L65993GJ1990PLC014183

Registrar of Share Transfer Agent : Adroit Corporate Services Private Limited
19/20, Jaferbhoy Industrial Estate, Makwana Road,
Marol Naka, Andheri (E), Mumbai